

the allegations of this paragraph and therefore deny the same.

8. Defendants lack sufficient information to form an accurate belief as to the truth of the allegations of this paragraph and therefore deny the same.

9. Admitted except that Bradford is a New York entity.

10. Admitted.

11. Admitted.

12. Admitted.

13. Defendants deny each and every allegation of this paragraph.

14. Defendants deny each and every allegation of this paragraph.

15. Defendants lack sufficient information to form an accurate belief as to the truth of the allegations of this paragraph and therefore deny the same.

16. Defendants lack sufficient information to form an accurate belief as to the truth of the allegations of this paragraph and therefore deny the same.

17. Defendants lack sufficient information to form an accurate belief as to the truth of the allegations of this paragraph and therefore deny the same.

18. Admitted.

19. Admitted.

20. Admitted.

21. Defendants deny each and every allegation set forth in this paragraph but admit that Bradford represents SFA and that SFA controls the marketing and licensing of certain images of Marilyn Monroe.

22. Defendants deny each and every allegation set forth in this paragraph but admit that SFA controls the marketing and licensing of all photographs of Marilyn Monroe taken by

Sam Shaw (the "Shaw Photos").

23. Defendants lack sufficient information to form an accurate belief as to the truth of the allegations of this paragraph and therefore deny the same.

24. Defendants deny each and every allegation of this paragraph.

25. Defendants deny each and every allegation of this paragraph.

26. Defendants deny each and every allegation of this paragraph.

27. Defendants deny each and every allegation of this paragraph.

28. Defendants repeat and represent each and every answer set forth to paragraphs 1 through 27 as if fully set forth herein.

29. Admitted.

30. Defendants deny each and every allegation of this paragraph.

31. Defendants deny each and every allegation of this paragraph.

32. Defendants deny each and every allegation of this paragraph.

33. Defendants deny each and every allegation of this paragraph.

34. Defendants deny each and every allegation of this paragraph.

AFFIRMATIVE DEFENSES

FIRST AFFIRMATIVE DEFENSE

1. Each of the counts in the Complaint fail to state a cause of action upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

2. Plaintiffs' claims are barred by the applicable Statute of limitations.

THIRD AFFIRMATIVE DEFENSE

3. Plaintiffs have failed to mitigate their damages.

FOURTH AFFIRMATIVE DEFENSE

4. The Complaint fails to state a claim against Defendants upon which relief can be granted in that the Plaintiffs claims, if any, are barred by the doctrines of laches, estoppel and acquiescence.

FIFTH AFFIRMATIVE DEFENSE

5. Plaintiffs' claims are barred by the doctrine of waiver.

SIXTH AFFIRMATIVE DEFENSE

6. Plaintiffs' claims are barred by fraud or their other inequitable conduct.

SEVENTH AFFIRMATIVE DEFENSE.

7. Plaintiffs' claims are barred by the doctrine of unconscionability.

EIGHTH AFFIRMATIVE DEFENSE

8. Plaintiffs' claims are barred by the doctrine of unclean hands.

NINTH AFFIRMATIVE DEFENSE

9. Plaintiffs' claims are either partially or wholly diminished by the doctrine of set off.

TENTH AFFIRMATIVE DEFENSE

10. Plaintiffs lack standing to bring some or all of the claims asserted.

ELEVENTH AFFIRMATIVE DEFENSE

11. Plaintiffs' claims are barred by the doctrine of accord and satisfaction.

TWELFTH AFFIRMATIVE DEFENSE

12. To the extent they are entitled to any relief, plaintiffs are not entitled to injunctive relief because they have an adequate remedy at law.

THIRTEENTH AFFIRMATIVE DEFENSE

13. To the extent they are entitled to any damages, plaintiffs are not entitled to treble

damages, punitive damages and/or statutory damages.

Dated: August 24, 2007

LAW OFFICE OF DAVID M. MARCUS

By: 

David M. Marcus (DM 0960)
1650 Broadway, Suite 1001
New York, NY 10019
(646) 536-7602

Attorney for the Defendants